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**ATTORNEYS FOR WELLS FARGO BANK,  
NATIONAL ASSOCIATION, AS ADMINISTRATIVE  
AGENT**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>IN RE:</b>	§	<b>Case No. 18-30197(DRJ)</b>
	§	
<b>LOCKWOOD HOLDINGS, INC., et al.,</b>	§	<b>Chapter 11</b>
	§	
<b>DEBTORS.</b>	§	<b>Jointly Administered</b>

**WELLS FARGO BANK, NATIONAL ASSOCIATION'S, AS ADMINISTRATIVE  
AGENT WITNESS AND EXHIBIT LIST**

Wells Fargo Bank, National Association, as Administrative Agent ("Agent") files this Witness and Exhibit List in connection with the February 7, 2018 hearing (the "Hearing") on the *Debtors' Emergency Motion for Interim and Final Orders (A) Authorizing Use of Cash Collateral Pursuant to Section 363(c) of the Bankruptcy Code and (B) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001* [Docket No. 14] (the "Cash Collateral Motion") and designates the following witnesses and exhibits:

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<sup>1</sup> Resident in Winstead's Houston office.

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION	
<b>Main Case No. 18-30197</b>	<b>Name of Debtor: Lockwood Holdings, et al.,</b>
<b>Witness(es): (1) Mike Lockwood,</b>	<b>Judge: David R. Jones</b>
<b>(2) All witness designated or called by any party in interest,</b>	<b>Courtroom Deputy: Linhthu Do</b>
<b>(3) any and all necessary rebuttal and/or impeachment witnesses</b>	<b>Hearing Date: February 7, 2018</b>
	<b>Hearing Time: 11:00 a.m. (CT)</b>
	<b>Party's Name: Wells Fargo Bank, National Association, as Administrative Agent</b>
	<b>Attorneys' Names: Rakhee V. Patel and Sean B. Davis</b>
	<b>Attorneys' Phone Numbers: Rakhee V. Patel (214) 745-5250 Sean B. Davis (713) 650-2742</b>
	<b>Nature of Proceeding: Continued Hearing on Cash Collateral Motion.</b>

**Exhibits**

<b>Exhibit</b>	<b>Description</b>	<b>Offered</b>	<b>Objection</b>	<b>Admitted/ Not Admitted</b>	<b>Disposition</b>
A.	Second Amendment to Amended and Restated Credit Agreement and Limited Waiver of Defaults among Lockwood Enterprises, Inc., Lockwood International, Inc., LMG Manufacturing, Inc., Piping Components, Inc., and Wells Fargo Bank, National Association dated February 27, 2017;				
B.	Revolving Credit Note in the principal amount of \$70,000,000.00, among Lockwood Enterprises, Inc.,				

<b>Exhibit</b>	<b>Description</b>	<b>Offered</b>	<b>Objection</b>	<b>Admitted/ Not Admitted</b>	<b>Disposition</b>
	Lockwood International, Inc., LMG Manufacturing, Inc., Piping Components, Inc., and Wells Fargo Bank, National Association dated September 30, 2015;				
C.	Revolving Credit Note in the principal amount of \$20,000,000.00, among Lockwood Enterprises, Inc., Lockwood International, Inc., LMG Manufacturing, Inc., Piping Components, Inc., and Trustmark National Bank dated September 30, 2015;				
D.	Guaranty of Michael F. Lockwood to Wells Fargo Bank, National Association dated February 27, 2017;				
E.	Guaranty of Lockwood Holdings, Inc. to Wells Fargo Bank, National Association dated August 22, 2017				
F.	Guaranty of LH Aviation, LLC to Wells Fargo Bank, National Association dated August 22, 2017;				
G.	Guaranty of 7807 Eagle Lane, LLC to Wells Fargo Bank, National Association dated August 22, 2017;				
H.	Pledge and Security Agreement by Lockwood Enterprises, Inc., Lockwood International, Inc., LMG Manufacturing, Inc., Piping Components, Inc., to Wells Fargo Bank, National Association dated September 30, 2015;				

<b>Exhibit</b>	<b>Description</b>	<b>Offered</b>	<b>Objection</b>	<b>Admitted/ Not Admitted</b>	<b>Disposition</b>
I.	Pledge and Security Agreement Joinder No. 1, among Lockwood Enterprises, Inc., Lockwood International, Inc., LMG Manufacturing, Inc., Piping Components, Inc., to Wells Fargo Bank, National Association dated August 21, 2017;				
J.	Forbearance Agreement and Third Amendment to Amended and Restated Credit Agreement among Lockwood Enterprises, Inc., Lockwood International, Inc., LMG Manufacturing, Inc., Piping Components, Inc., Michael F. Lockwood, Lockwood Holdings, Inc., LH Aviation, LLC, 7807 Eagle Lane, LLC, Trustmark National Bank, and Wells Fargo Bank, National Association dated August 16, 2017;				
K.	Second Forbearance Agreement and Fourth Amendment to Amended and Restated Credit Agreement among Lockwood Enterprises, Inc., Lockwood International, Inc., LMG Manufacturing, Inc., Piping Components, Inc., Michael F. Lockwood, Lockwood Holdings, Inc., LH Aviation, LLC, 7807 Eagle Lane, LLC, Trustmark National Bank, and Wells Fargo Bank, National Association dated September 29, 2017;				
L.	UCC-1 Financing Statement No. 17-0030869074 filed				

<b>Exhibit</b>	<b>Description</b>	<b>Offered</b>	<b>Objection</b>	<b>Admitted/ Not Admitted</b>	<b>Disposition</b>
	September 11, 2017, Debtor: 7807 Eagle Lane, LLC, Secured Party, Wells Fargo Bank, N.A. as Administrative Agent;				
M.	UCC-1 Financing Statement No. 17-0030869195 filed September 11, 2017, Debtor: LH Aviation, LLC, Secured Party, Wells Fargo Bank, N.A. as Administrative Agent;				
N.	UCC-1 Financing Statement No. 17-0030869458 filed September 11, 2017 Debtor: Lockwood Holdings, Inc., Secured Party, Wells Fargo Bank, N.A. as Administrative Agent;				
O.	UCC-3 Financing Statement No. 17-00358806 filed October 23, 2017, Debtor: LH Aviation, LLC, Secured Party, Wells Fargo Bank, N.A. as Administrative Agent;				
P.	UCC-1 Financing Statement No. 11-0028755897 filed September 30, 2011 Debtor: Lockwood International, Inc., Secured Party, Wells Fargo Bank, N.A. as Administrative Agent;				
Q.	UCC-3 Financing Statement No. 17-003358804 filed October 23, 2017 Debtor: 7807 Eagle Lane, LLC, Secured Party, Wells Fargo Bank, N.A. as Administrative Agent;				
R.	UCC-3 Financing Statement No. 17-00358806 filed October 23, 2017 Debtor: LH Aviation, LLC, Secured Party,				

<b>Exhibit</b>	<b>Description</b>	<b>Offered</b>	<b>Objection</b>	<b>Admitted/ Not Admitted</b>	<b>Disposition</b>
	Wells Fargo Bank, N.A. as Administrative Agent;				
S.	UCC-3 Financing Statement No. 17-00358809 filed October 23, 2017 Debtor: Lockwood Holdings, Inc., Secured Party, Wells Fargo Bank, N.A. as Administrative Agent;				
T.	UCC-3 Financing Statement No. 17-00189028 filed June 1, 2017 Debtor: Lockwood International, Inc., Secured Party, Wells Fargo Bank, N.A. as Administrative Agent;				
U.	UCC Continuation Statement Financing Statement No. 16-00123485 filed April 18, 2016 Debtor: Lockwood International, Inc., Secured Party, Wells Fargo Bank, N.A. as Administrative Agent;				
V.	UCC-1 Financing Statement No. 15-0013042844 filed April 28, 2015 Debtor: Piping Components, Inc., Secured Party, Wells Fargo Bank, N.A.;				
W.	UCC-3 Financing Statement No. 15-00316269 filed October 1, 2015 Debtor: Piping Components, Inc., Secured Party, Wells Fargo Bank, N.A.;				
X.	UCC-1 Financing Statement No. 15-00130452514 filed April 28, 2015 Debtor: LMG Manufacturing, Inc., Secured Party, Wells Fargo Bank, N.A.;				

<b>Exhibit</b>	<b>Description</b>	<b>Offered</b>	<b>Objection</b>	<b>Admitted/ Not Admitted</b>	<b>Disposition</b>
Y.	UCC-1 Financing Statement No. 15-0014065193 filed May 6, 2015 Debtor: Lockwood Enterprises, Inc., Secured Party, Wells Fargo Bank, N.A.;				
Z.	UCC-3 Financing Statement No. 15-0031628 filed October 1, 2015 Debtor: Lockwood Enterprises, Inc. Secured Party, Wells Fargo Bank, N.A.;				
AA.	UCC-1 Financing Statement No. 16-0034815735 filed October 21, 2016 Debtor: Lockwood International, Inc. Secured Party, Wells Fargo Bank, N.A.;				
BB.	UCC-1 Financing Statement No. 15-0013043976 filed April 28, 2015 Debtor: Lockwood International, Inc. Secured Party, Wells Fargo Bank, N.A.;				
CC.	UCC-1 Financing Statement No. 15-00130479 filed April 28, 2015 Debtor: Lockwood International, Inc. Secured Party, Wells Fargo Bank, N.A.;				
DD.	Any pleadings, reports, or other documents filed in any of the Debtors' bankruptcy cases; and				
EE.	Any impeachment or rebuttal exhibits or any exhibits designated by any other party.				

The Agent reserves the right to amend or supplement this Witness and Exhibit List at any time prior to the Hearing and/or in compliance with the Local Bankruptcy Rules and the Orders

of this Court. The Agent further reserve the right to provide any documents amended or supplemented in this Witness and Exhibit List to opposing counsel and to this Court as they become available.

**DATED: February 4, 2018.**

Respectfully submitted,

**WINSTEAD PC**

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By: /s/ Rakhee V. Patel

Rakhee V. Patel – SBT # 00797213

S.D. Tex. No. 23571

Sean B. Davis<sup>2</sup> – SBT # 24069583

S.D. Tex. No. 1048341

Annmarie Chiarello – SBT # 24097496

S.D. Tex. No. 2936034

**ATTORNEYS FOR WELLS FARGO BANK,  
NATIONAL ASSOCIATION, AS  
ADMINISTRATIVE AGENT**

**CERTIFICATE OF SERVICE**

The undersigned certifies that on February 4, 2018, a true and correct copy of the foregoing pleading will be electronically mailed to the parties that are registered or otherwise entitled to receive electronic notices in this case pursuant to the Electronic Filing Procedures in this District. Additionally, undersign further certifies that on February 4, 2018, copies of all referenced exhibits will be electronically delivered to counsel for the Debtors.

/s/ Annmarie Chiarello

One of Counsel

4828-8032-4956v.2  
4839-2278 2/4/2018

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<sup>2</sup> Resident in Winstead's Houston office.